

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**AFFIDAVIT OF DISINTERESTEDNESS**

STATE OF California        )  
                                      ) ss:  
COUNTY OF Los Angeles    )

**Stephen E. Ensberg**, being duly sworn, upon his oath, deposes and says:

1. I am **an attorney** of Law Offices of Stephen E. Ensberg located at **1609 West Garvey Ave. North, West Covina, CA 91790** (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any professional employed by the Firm insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm **\$1,923.00** for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm **was not** party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

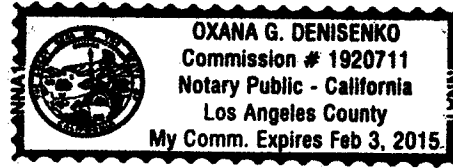
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 27, 2012

  
STEPHEN E. ENSBERG

Sworn to and subscribed before me  
this 27<sup>th</sup> day of July, 2012

Oxana G. Denisenko  
Notary Public



*In re Residential Capital, LLC*, et al.  
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE<sup>1</sup>

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,  
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.  
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.  
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

**STEPHEN E. ENSBERG**

**LAW OFFICES OF STEPHEN E. ENSBERG**

**1609 WEST GARVEY AVE. NORTH**

**WEST COVINA, CA 91790**

2. Date of original retention: **8/15/2005**
3. Brief description of legal services to be provided:

**We handle mistaken lien release cases, small claims matters, litigation  
matters arising out of mortgage loan servicing activities.**

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): **GMACM-\$195.00**

(b) Estimated average monthly compensation (based on prepetition retention if  
firm was employed prepetition): **\$25,000.00**, approximately

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<sup>1</sup> All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: N/A

Date claim arose: N/A

Source of claim: **We handle claims by the Debtors as Plaintiffs for the most part. Claims against the Debtors arising out of its mortgage loan servicing activities are generally handled, in California, by the Severson & Werson firm. We have 2 lien subordination cases but money damages are not being sought against the Debtors. We are working with in-house Bankruptcy counsel for the Debtors in the case of Aurora v. GMACM; Case No: 2012-00539541 in the Orange County Superior Court of California. The Plaintiff in that action has filed a Motion for Relief for Automatic Stay which is being handled by New York Bankruptcy counsel for the Debtors with Morrison & Foerster, LLP. Our Firm has no claim against the Debtors.**

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of Claim: N/A

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: **None**

No. of shares: N/A

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: **N/A. Attorney Stephen E. Ensberg, in his IRA, owns various Mutual funds that hold large cap stocks and bonds. I have no idea whether any mutual funds I own in my IRA have any stocks or bonds of any Debtor. I suspect not but I don't know and have no way of finding out.**

Status: **N/A**

Kind of shares: **N/A**

No. of shares: **N/A**

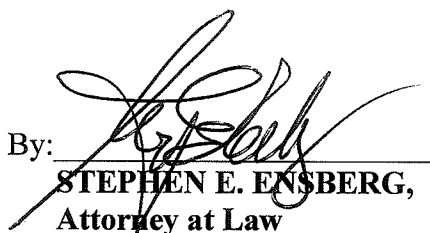
9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

**N/A**

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: **None**

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: **N/A**

By:   
**STEPHEN E. ENSBERG,**  
**Attorney at Law**

PROOF OF SERVICE BY MAIL

STATE OF CALIFORNIA                    )  
  ) ss:  
COUNTY OF LOS ANGELES            )

I, Oxana Denisenko, declare as follows:

I am a resident of the County aforesaid; I am over the age of eighteen years and am not a party to the within action; my business address is 1609 West Garvey Ave. North, West Covina, California.

On July 27, 2012, I served the following:

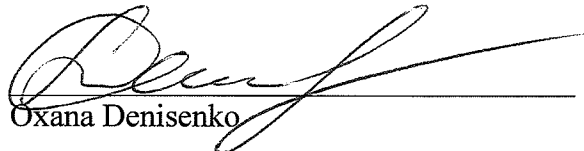
RETENTION QUESTIONNAIRE

on the interested parties in said action by first class mail, as follows:

Morrison & Foerster, LLP  
1290 Avenue of the Stars  
New York, New York 10104  
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with U.S. postal service on that same day with postage thereon fully prepaid, at West Covina, California, in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit/declaration. I declare under penalty of perjury and the laws of the State of California that the foregoing is true and correct.

Executed on July 27, 2012 at West Covina, California.

  
Oxana Denisenko